

**UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK**

In re:

LEHMAN BROTHERS HOLDING INC., *et al.*,

Debtors.

)
)
) Chapter 11

)
) Case No. 08-13555 (JMP)

)
) (Jointly Administered)
)
)
)

**NOTICE OF TRANSFER OF CLAIM
PURSUANT TO RULE 3001(e)(2)**

A CLAIM HAS BEEN FILED IN THIS CASE under 11 U.S.C. § 501. Transferee hereby gives evidence and notice pursuant to Fed. R. Bankr. P. Rule 3001(e)(2) of the transfer, other than for security, of the claim referenced in this evidence and notice.

NAME OF TRANSFEROR: Popular Gestión, S.G.I.I.C., S.A.
NAME OF TRANSFeree: Banco Popular Espanol S.A.
AMOUNT OF CLAIM: \$1,378,238.79
PROOF OF CLAIM NO.: 30092 (attached as Exhibit A hereto)
DATE CLAIM FILED: September 22, 2009

An evidence of transfer of claim is attached as Exhibit B hereto.

You are hereby requested to make all future payments and distributions, and to give all notices and other communications, in respect of the above listed claims to the Transferee at this address:

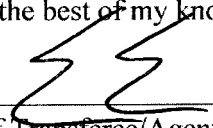
TRANSFeree: Banco Popular Espanol S.A.
Address: Administración de Tesorería
C/ José Ortega y Gasset 29, 1a. Planta
28006 Madrid, Spain
Attention: Mr. Carlos Vivas Sotillos and Mr. Marcos Subies Alvarez

Wire Transfer: Banco Popular Español S.A.
Administración de Tesorería
28006-Madrid
Account number: POPUESMM

With a copy to: Kaye Scholer LLP
425 Park Avenue
New York, New York 10022
Attention: Madlyn Gleich Primoff
Phone: 212-836-7042
Email: mprimoff@kayescholer.com

I declare under penalty of perjury that the information provided in this evidence and notice is true and correct to the best of my knowledge and belief.

By:


Name of Transferee/Agent

Date: 1st September 2010


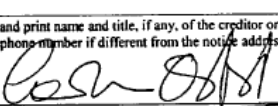
Name: Eufanio Morales

Title: Controller

Penalty for making a false statement: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. § 152 & 3571.

EXHIBIT A

Proof of Claim No. 30092

States Bankruptcy Court/Southern District of New York Lehman Brothers Holdings Claims Processing Center Epiq Bankruptcy Solutions, LLC DR Station, P.O. Box 5076 New York, NY 10150-5076		PROOF OF CLAIM	
In Re: Lehman Brothers Holdings Inc., et al. Debtors.	Chapter 11 Case No. 08-13555 (JMP) (Jointly Administered)	Filed: USBC - Southern District of New York Lehman Brothers Holdings Inc., Et Al. 08-13555 (JMP) 0000030092	
Name of Debtor Against Which Claim is Held Lehman Brothers Holdings Inc.	Case No. of Debtor 08-13555 (JMP)		
NOTICE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A request for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503. Additionally, this form should not be used to make a claim for Lehman Programs Securities (See definition on reverse side.)		THIS SPACE IS FOR COURT USE ONLY	
Name and address of Creditor: (and name and address where notices should be sent if different from Creditor) Popular Gestión, S.G.I.I.C., S.A. Attention: Carmen Ortiz Castaño and Gonzalo Alias Delgado Kaye Scholer LLP 425 Park Avenue New York, New York 10022-3598 Attention: Madlyn Gleich Primoff, Esq. Telephone number: 212-836-8000 Email Address: mprimoff@kayescholer.com		<input type="checkbox"/> Check this box to indicate that this claim amends a previously filed claim. Court Claim Number: _____ (If known) Filed on: _____	
Name and address where payment should be sent (if different from above) Popular Gestión, S.G.I.I.C., S.A. C/ Labastida 11 28034 Madrid (Spain) Attention: Carmen Ortiz Castaño and Gonzalo Alias Delgado 915208289 Email Address: galias@bancopopular.es		<input type="checkbox"/> Check this box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check this box if you are the debtor or trustee in this case.	
1. Amount of Claim as of Date Case Filed: \$ 1,378,238.79 plus interest, costs and fees (See attached) If all or part of your claim is secured, complete item 4 below; however, if all of your claim is unsecured, do not complete item 4. If all or part of your claim is entitled to priority, complete item 5. If all or part of your claim qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9), complete item 6. <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Derivative Contract.* <input checked="" type="checkbox"/> Check this box if all or part of your claim is based on a Guarantee.* *IF YOUR CLAIM IS BASED ON AMOUNTS OWED PURSUANT TO EITHER A DERIVATIVE CONTRACT OR A GUARANTEE OF A DEBTOR, YOU MUST ALSO LOG ON TO http://www.lehman-claims.com AND FOLLOW THE DIRECTIONS TO COMPLETE THE APPLICABLE QUESTIONNAIRE AND UPLOAD SUPPORTING DOCUMENTATION OR YOUR CLAIM WILL BE DISALLOWED. <input checked="" type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of interest or additional charges. Attach itemized statement of interest or charges to this form or on http://www.lehman-claims.com if claim is based on a Derivative Contract or Guarantee.		5. Amount of Claim Entitled to Priority under 11 U.S.C. §507(a). If any portion of your claim falls in one of the following categories, check the box and state the amount. Specify the priority of the claim: <input type="checkbox"/> Domestic support obligations under 11 U.S.C. § 507(a)(1)(A) or (a)(1)(B). <input type="checkbox"/> Wages, salaries or commissions (up to \$10,950), earned within 180 days before filing of the bankruptcy petition or cessation of the debtor's business, whichever is earlier - 11 U.S.C. § 507(a)(4). <input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. § 507(a)(5). <input type="checkbox"/> Up to \$2,425 of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. § 507(a)(7). <input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8). <input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507(a)(____). Amount entitled to priority: \$ _____	
2. Basis for Claim: Guarantee of Swap Agreement (See attached) (See instruction #2 on reverse side.)			
3. Last four digits of any number by which creditor identifies debtor: 3a. Debtor may have scheduled account as: POPULAR GESTION SG IIC SA (See instruction #3a on reverse side.)			
4. Secured Claim (See instruction #4 on reverse side.) Check the appropriate box if your claim is secured by a lien on property or a right of setoff and provide the requested information. Nature of property or right of setoff: <input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle <input type="checkbox"/> Other Describe: _____ Value of Property: \$ _____ Annual Interest Rate _____ % Amount of arrearage and other charges as of time case filed included in secured claim, if any: \$ _____ Basis for perfection: _____ Amount of Secured Claim: \$ _____ Amount Unsecured: \$ _____			
6. Amount of Claim that qualifies as an Administrative Expense under 11 U.S.C. §503(b)(9): \$ _____ (See instruction #6 on reverse side.)			
7. Credits: The amount of all payments on this claim has been credited for the purpose of making this proof of claim. 8. Documents: Attach redacted copies of any documents that support the claim, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, judgments, mortgages and security agreements. Attach redacted copies of documents providing evidence of perfection of a security interest. (See definition of "redacted" on reverse side.) If the documents are voluminous, attach a summary. DO NOT SEND ORIGINAL DOCUMENTS. ATTACHED DOCUMENTS MAY BE DESTROYED AFTER SCANNING. If the documents are not available, please explain:			
Date: 18.09.09	Signature: The person filing this claim must sign it. Sign and print name and title, if any, of the creditor or other person authorized to file this claim and state address and telephone number if different from the notice address above. Attach copy of power of attorney, if any.  GONZALO ALIAS DELGADO Firma autorizada		
Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.			

31869336.pdf

Gonzalo Alias Delgado
Firma autorizada

CARMEN ORTIZ CASTAÑO
Directora General

FOR COURT USE ONLY

FILED / RECEIVED

SEP 22 2009

EPIQ BANKRUPTCY SOLUTIONS, LLC

EXHIBIT B

Evidence of Transfer of Claim

EVIDENCE OF TRANSFER OF CLAIM

TO: THE DEBTOR AND THE BANKRUPTCY COURT

For value received, the adequacy and sufficiency of which are hereby acknowledged, POPULAR GESTIÓN, S.G.I.I.C., S.A. ("Seller") does hereby certify that it has unconditionally and irrevocably sold, transferred and assigned to BANCO POPULAR ESPANOL S.A. ("Purchaser") 100% of its right, title, interest, claims and causes of action in and to, or arising under or in connection with, its claims against LEHMAN BROTHERS OTC DERIVATIVES INC. and LEHMAN BROTHERS HOLDINGS INC. (the "Debtors"), in the amount of \$1,378,238.79, docketed as Claim No. 35432 and Claim No. 30092, respectively (the "Claims") in the United States Bankruptcy Court, Southern District of New York (the "Bankruptcy Court"), Case No. 08-13555 (JMP) (Jointly Administered).

Seller hereby waives any objection to the transfer of the Claims to Purchaser on the books and records of the Debtors and the Bankruptcy Court, and hereby waives to the fullest extent permitted by law any notice or right to a hearing as may be imposed by Rule 3001 of the Federal Rules of Bankruptcy Procedure, the Bankruptcy Code, applicable local bankruptcy rules or applicable law. Seller acknowledges and understands, and hereby stipulates, that an order of the Bankruptcy Court may be entered without further notice to Seller transferring to Purchaser the foregoing Claims, recognizing Purchaser as the sole owner and holder of the Claims, and directing that all payments or distributions of money or property in respect of the Claims be delivered or made to Purchaser.

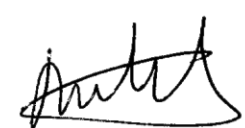
IN WITNESS WHEREOF, this EVIDENCE OF TRANSFER OF CLAIM is executed
this 1st day of September 2010.

POPULAR GESTIÓN, S.G.I.I.C., S.A.

By: 

Name: MIGUEL COLOMBÁS CALAFAT

Title: DIRECTOR GENERAL


RAFAEL HURTADO COLL
FIRMA AUTORIZADA

BANCO POPULAR S.A.

By: 

Name: Eufemio Morales

Title: Controller